

**Sherwin-Williams Automotive Finishes Corp.**

6117 Lincoln Avenue
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April 12, 2002

Mr. David Winfree
Delaware Motors

Dear Dave,

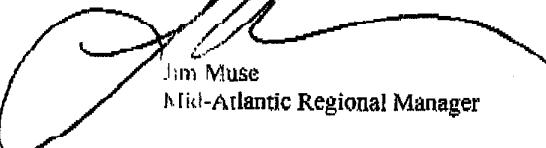
Thank you for taking the time out of your schedule to spend time with me this past week. I really enjoyed the afternoon and dinner. During our time together, we talked about the recent change in our Delaware distribution network. Again, I want to thank you for your patience and assure you that your service will remain at the very highest level. The Sherwin Williams Automotive Finishes Corp. intends to open a company owned facility within the next few weeks. I will keep you updated to our progress.

Pursuant to our conversation I wanted to outline the business agreement between S-W direct and Delaware motors:

- **Pricing** ~ Refinish Price less 40% (Credit to be written off of sales on monthly statement)
- **A-Plus points** ~ Retroactive to the S-W changeover in 2001
- **Training** ~ S-W will honor the commitment to sponsor Masters Training for Delaware Motors (approximate cost of \$3,500 in 2002).

Dave, if you have any questions, please do not hesitate to call. I am looking forward to a great partnership in the years to come.

Thanks again, for a great afternoon,


Jim Muse
Mid-Atlantic Regional Manager